

RECORDATION NO. 24778 FILED

JAN 14 '04 1:52 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

January 13, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 4, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Railcar, Ltd. 1201 Peachtree St., N.E. 400 Colony Square, Suite 1101 Atlanta, Georgia 30361
Lessee:	Iowa Interstate Railroad Ltd. 800 Webster Street Iowa City, Iowa 52240

Mr. Vernon A. Williams
January 13, 2004
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A description of the railroad equipment covered by the enclosed document is:

50 used gondola cars within the series IAIS 5236 – IAIS 5489 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Lease Agreement dated as of March 11, 2003 (the "Lease Agreement"), between Railcar, Ltd. as Lessor, and Iowa Interstate Railroad System, as Lessee, Lessor has leased to Lessee the railroad cars identified on the Exhibit A attached hereto and incorporated herein by reference (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361

Lessee: Iowa Interstate Railroad System
800 Webster Street
Iowa City, IA 52240

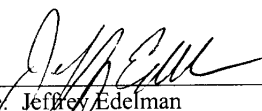
3. The term of the Lease shall be for a period of twelve (12) months commencing on September 1, 2003, and is scheduled to expire on August 31, 2004, unless otherwise amended or extended by agreement of the parties.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of Sept 4, 2003.

RAILCAR, LTD.

By: 
Name: Jeffrey Edelman
Title: Vice President of Finance

[SIGNATURES CONTINUE ON NEXT PAGE]

Deal 750

State of Georgia, County of Cobb

On September 3, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gayle A. Higbee
Notary Public: Gayle A. Higbee
My commission expires: May 29, 2007

[NOTARIAL SEAL]

IOWA INTERSTATE RAILWAY SYSTEM

By: Dennis H. Miller
Name: Dennis H. Miller
Title: Executive Vice President

State of Iowa, County of Johnson

On Sept. 4, 2003, before me personally appeared Dennis H. Miller, to me personally known, who being by me duly sworn says that he is Executive Vice President of Iowa Interstate Railway System and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carolyn Lee Young
Notary Public:
My commission expires:

[NOTARIAL SEAL]

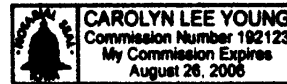


EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of Sept 4, 2003, between Railcar, Ltd., as Lessor, and Iowa Interstate Railway System, as Lessee.

Lessee: Iowa Interstate Railway System

Lessor: Railcar, Ltd.

Owner of Cars: Railcar, Ltd.

Quantity of Cars: Fifty (50)

Description of Cars: Used 52 foot equipped gondolas with 5 foot sides

Car Marks and Numbers:

IAIS 005236	IAIS 005304
IAIS 005237	IAIS 005312
IAIS 005238	IAIS 005318
IAIS 005239	IAIS 005320
IAIS 005240	IAIS 005333
IAIS 005241	IAIS 005335
IAIS 005242	IAIS 005349
IAIS 005243	IAIS 005375
IAIS 005244	IAIS 005399
IAIS 005245	IAIS 005430
IAIS 005246	IAIS 005431
IAIS 005247	IAIS 005432
IAIS 005248	IAIS 005435
IAIS 005249	IAIS 005474
IAIS 005250	IAIS 005481
IAIS 005251	IAIS 005483
IAIS 005252	IAIS 005487
IAIS 005253	IAIS 005489
IAIS 005254	
IAIS 005255	
IAIS 005256	
IAIS 005257	
IAIS 005258	
IAIS 005259	
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IAIS 004262	
IAIS 005263	
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IAIS 005265	
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